

RECORDATION NO.

3-329-3-F
FILED

DEC 28 '08

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of First Amendment to Equipment Lease Agreement, dated as of January 2, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Equipment Lease Agreement previously filed with the Board under Recordation Number 23293.

The names and addresses of the parties to the enclosed document are:

Lessor: U.S. Bank National Association
(successor to State Street Bank and Trust
Company of Connecticut, National Association)
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee: GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 220
San Francisco, California 94111

Mr. Vernon A. Williams
December 28, 2006
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A description of the railroad equipment covered by the enclosed document is:

379 railcars: BNSF 211333 – BNSF 211432, except BNSF 211394 (99 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

A short summary of the document to appear in the index is:

Memorandum of First Amendment to Equipment Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

**MEMORANDUM OF FIRST AMENDMENT TO EQUIPMENT LEASE AGREEMENT
(GATX TRUST NO. 2000-2)**

Memorandum of First Amendment to Equipment Lease Agreement (GATX Trust No. 2000-2), made and entered into as of January 2, 2007, by and between U.S. Bank National Association (as successor in interest to State Street Bank and Trust Company of Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("Lessor") and GATX Third Aircraft Corporation, a Delaware corporation, as Lessee ("Lessee").

W I T N E S S E T H:

1. Lessor and Lessee have entered into that certain Equipment Lease Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000 (the "Lease Agreement"), and that certain Lease Supplement No. 1 (GATX Trust No. 2000-2) dated as of December 28, 2000 ("Lease Supplement").
2. Memoranda of the Lease Agreement and Lease Supplement were recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on December 28, 2000 at 9:00 a.m. and assigned recordation numbers 23293 and 23293-A, respectively.
3. The undersigned have entered into that certain First Amendment to Equipment Lease Agreement (GATX Trust No. 2000-2), dated as of January 2, 2007, whereby the Lease Agreement has been amended in certain respects and continues to be applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

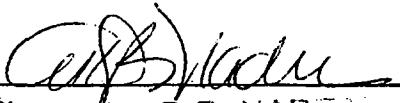
RECORDATION NO. 23-293-F

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

Executed on this 18th day of December,
2006.

GATX THIRD AIRCRAFT
CORPORATION

By: _____
Name: William J. Hasek
Title: Vice President and Treasurer

Executed on this ____ day of December,
2006.

STATE OF Massachusetts)
)
COUNTY OF Suffolk)

SS:

On this, the 18th day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Nadeau, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 18, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:

Notary Public

My Commission Expires:

Residing in

Josh Tripi

2/1/08

Boston, MA

(SEAL)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: _____
Name:
Title:

Executed on this ____ day of December,
2006.

GATX THIRD AIRCRAFT
CORPORATION

By: William J. Hasek
Name: William J. Hasek
Title: Vice President and Treasurer

Executed on this 18th day of December,
2006.

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 18th day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared William J. Hasek, who being by me duly sworn, says that he is the Vice President and Treasurer of GATX THIRD AIRCRAFT CORPORATION, that said instrument was signed on December 18, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Lisa M. Ibarra
Name:
Notary Public
My Commission Expires:
Residing in Cook County, Illinois

(SEAL)

EXHIBIT A

UNITS

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BNSF211339
BNSF211340
BNSF211341
BNSF211342
BNSF211343
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/06



Robert W. Alvord